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TELECOPY
(415) 362-1010

December 12, 1988

INTERSTATE COMMERCE COMMISSION

DEC 15 1988 2-50 PM

RECORDATION NO. 15882-0
Filed 1425

8-350A020

DEC 15 1988

Ms. Noreta R. McGee
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

No.

Date

Fee \$

52.00

Dear Ms. McGee:

15882-0
CC Washington, D. C.

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, seven fully executed copies each of a First Addendum to Memorandum of Lease of Railroad Equipment ("First Addendum") and a Second Addendum to Memorandum of Lease of Railroad Equipment ("Second Addendum") relating to certain rolling stock as described herein, which should be included as part of the filing recorded on October 18, 1988 at 2:30 p.m., recordation number 15882 as the next available recordation numbers being 15882-B and 15882-C.

I. Document: First Addendum dated as of October 31, 1988.

A. Parties: Lessor: IBJ Schroder Leasing Corporation
Lessee: Rinker Materials Corporation

B. Addresses: Lessor: One State Street
New York, New York 10004
Attn: Gerard D. Cannie
Vice President - Operations

Lessee: 1501 Belvedere Road
West Palm Beach, Florida 33406
Attn: Laurence Freedman
President - South Region

C. Equipment: Twenty-five (25) 2300 cubic foot capacity 100-ton open top hopper cars bearing road numbers KAIX 1055-1079.

Please cross-index the First Addendum with the following document:

Recordation No. 15882-A; Bill of Sale dated October, 1988 by The CIT Group/Equipment Financing, Inc. in favor of IBJ Schroder Leasing Corporation.

Counterpart - Noreta R. McGee

100 COPIES OF
THIS DOCUMENT
DEC 15 2 45 PM '88
MOTOR OPERATING UNIT

Ms. Noreta R. McGee
December 12, 1988
Page Two

II. Document: Second Addendum dated November 16, 1988.

A. Parties: Lessor: IBJ Schroder Leasing Corporation
Lessee: Rinker Materials Corporation

B. Addresses: Lessor: One State Street
New York, New York 10004
Attn: Gerard D. Cannie
Vice President - Operations

Lessee: 1501 Belvedere Road
West Palm Beach, Florida 33406
Attn: Laurence Freedman
President - South Region

C. Equipment: Twenty (20) 2300 cubic foot capacity 100-ton open top hopper cars bearing road numbers KAIX 1080-1079.

Please cross-index the Second Addendum with the following document:

Recordation No. 15881-A; Bill of Sale dated November 16, 1988 by The CIT Group/Equipment Financing, Inc. in favor of IBJ Schroder Leasing Corporation.

Enclosed is a check of this firm in the amount of \$52.00 to cover the filing fee for the primary documents (\$13.00 each), and the fee for the cross-indexing (\$13.00 each).

A short summary of each document to appear in the Index is as follows:

First Addendum to Memorandum of Lease of Railroad Equipment covering among other things, twenty-five (25) 2300 cubic-foot capacity 100-ton open top hopper cars, Road Numbers KAIX 1055-1079.

Second Addendum to Memorandum of Lease of Railroad Equipment covering among other things twenty (20) 2300 cubic foot capacity 100-ton open top hopper cars, Road Numbers KAIX 1080-1099.

MANWELL & WES

Ms. Noreta R. McGee
December 12, 1988
Page Three

Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

The undersigned certifies that she is acting as special counsel to IBJ Schroder Leasing Corporation for purposes of this filing and that she has knowledge of the matters set forth in the above described documents.

Sincerely,



L. Celeste H. Blumer

Enclosures

LCHB:its

Interstate Commerce Commission

Washington, D.C. 20423

12/15/88

OFFICE OF THE SECRETARY

L. Celeste H. Blumber
Citicorp Center
One Sansome Street
14th Floor
San Francisco, CA 94]04

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/15/88 at 2:50PM, and assigned recodation number(s). 15881-B & 15882-B

Sincerely yours,



Secretary

Enclosure(s)

INTERSTATE COMMERCE COMMISSION

DEC 15 1988 2:50 PM INTERSTATE COMMERCE COMMISSION
 SECOND ADDENDUM TO MEMORANDUM OF
 LEASE OF RAILROAD EQUIPMENT
 RECORDATION NO. 1588-2-B

DEC 15 1988 2:50 PM
 1588-2-B

This Second Addendum to Memorandum of Lease of Railroad Equipment is intended to evidence the addition of certain equipment to that certain Memorandum of Lease of Railroad Equipment, dated as of September 30, 1988 (the "Memorandum"), between IBJ Schroder Leasing Corporation, a New York corporation and Rinker Materials Corporation, a Florida corporation, as amended. All terms defined in the Memorandum and not otherwise defined herein shall have the same meanings as in the Memorandum. The Lessor is the owner of twenty (20) 2300 cubic foot capacity open-top hopper cars more fully described in Annex A-2 hereto (the "Additional Cars"). The Lessee leased from the Lessor all the Additional Cars at the rentals and upon the terms and conditions provided in the Lease and such Additional Cars are hereby added to and included in Annex A to the Memorandum.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Second Addendum to Memorandum of Lease as of this 16th day of November, 1988.

"LESSOR"

IBJ SCHRODER LEASING CORPORATION

Attest:

Jean Cutting
 Title: ASST. TREASURER

By: [Signature]
 Title: V-P-OPERATIONS

"LESSEE"

RINKER MATERIALS CORPORATION

Attest:

[Signature]
 Title: Secretary

By: [Signature]
 Title: South Region President

ACCEPTED:

HELM FINANCIAL CORPORATION
 (Manager)

By: [Signature]
 Title: Executive Vice President

RMC HOLDINGS (USA) LTD.
 (Guarantor)

By: [Signature]
 Title: Vice President

STATE OF New York)
COUNTY OF New York) ss.:

On this 5 day of December, 1988, before me personally appeared Gerald D. Canine, to me personally known, who, being by me duly sworn, says that he is Vice President of IBJ SCHRODER LEASING CORPORATION., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Helen B. Emmerich
Notary Public

My Commission Expires:

March 31, 1990

HELEN B. EMMERICH
NOTARY PUBLIC, State of New York
No. 41-4855808
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 31, 1990

[SEAL]

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.:

On this 28th day of November, 1988, before me personally appeared Laurence C. Freedman, to me personally known, who, being by me duly sworn, says that he is a So. Region President of RINKER MATERIALS CORPORATION., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert K. Luby
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: SEPT. 27, 1992.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

[SEAL]

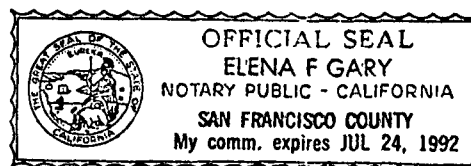
STATE OF California)
COUNTY OF San Francisco) ss.:

On this 22nd day of November, 1988, before me personally appeared William M. Peterson, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elena F. Gary
Notary Public

My Commission Expires:

July 24, 1992
[SEAL]



STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.:

On this 28th day of November, 1988, before me personally appeared Laurence C. Freedman, to me personally known, who, being by me duly sworn, says that he is a Vice President of RMC HOLDINGS (USA) LTD., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra K. Luby
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: SEPT. 27, 1992.
BONDED THRU NOTARY PUBLIC UNDERWRITER.

[SEAL]

ANNEX A-2 TO SECOND
ADDENDUM TO MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT
DATED AS OF SEPTEMBER 30, 1988

Equipment Description

Road Numbers

Twenty (20)
2300 cubic foot capacity
100-ton open-top hopper cars
Built by Greenville
Steel Car in 1970

KAIX 1080-1099